

**Wheatsville Board of Directors**  
**October Meeting Agenda**  
**Tuesday, October 27<sup>th</sup>, 2015**  
**6:30-9:30PM, South Lamar Meeting Room**  
**4001 South Lamar**



TIME	TOPIC	ACTION
6:30pm	<b>1. OPEN TIME</b> – for WV Owners to present any topic to the board	LISTEN
6:40pm	<b>2. AGENDA REVIEW</b> <b>3. CONSENT AGENDA:</b> September 2015 Meeting Minutes D1- Financial Conditions and Activities Monitoring Report D4- Ownership Rights and Responsibilities Monitoring Report C Global - Governance Management Connection Monitoring Report B9 – Endorsements Monitoring Report Revisions to B Policies, as discussed during September Meeting CEG Report	DISCUSS VOTE
6 :50pm	<b>4. COMMITTEE WORK</b>	
(1 min)	Recite Ends	RECITE
(10 min)	Meet Brian Meisenheimer - NCB	DISCUSS
(5 min)	Nominations Committee	DISCUSS
(4 min)	ACBA Committee	DISCUSS
(5 min)	Review Committee	VOTE
(5 min)	Fall Owner Gathering Committee	VOTE
(5 min)	Policy Review Committee	DISCUSS
(5 min)	Transparency Committee	DISCUSS
(5 min)	D6 Committee	VOTE
(5 min)	Board Leadership Perpetuation	DISCUSS
7 :40pm	<b>5. ENDS MONITORING REPORT</b>	VOTE
8 :00pm	<b>BREAK</b>	REST
8 :10pm	<b>6. SRATEGIC LEARNING</b>	
(25 min)	Call with Carolee	DISCUSS
(15 min)	Role of Employee Voice in Consumer Coop	DISCUSS
(15 min)	Grievance Policy	DISCUSS
(15 min)	BIG Direction	DISCUSS
9 :10pm	<b>7. EXECUTIVE SESSION</b> <b>To Discuss Confidential Financial and Personnel Matters</b>	DISCUSS
9:30pm	<b>8. ADJOURN</b>	

Wheatsville will be at the forefront of a transformed society that has:

- a thriving community centered on hospitality, kindness, and generosity
- a robust cooperative economy
- easy access to sustainable, healthy food solutions



# Board of Directors Meeting Notes October 2015

Present: Reyna Bishop, *President*; Doug Addison, *Treasurer*; Kitten Holloway, *Secretary*; Michelle Hernandez; Deborah Ingraham; John Vinson; Andi Shively.

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*; Rory Alexander, *Guadalupe Store Manager* (9:17-9:37pm); Mike Conti, *Owner and former staff member*(6:32-9:17pm); Jeanette Adelson, *Candidate*(6:32-7:50pm); Brian Misenheimer *Senior Vice President*; and David Christiansen, *Chief Credit Officer from National Cooperative Bank* (6:32pm- 7:02pm); Carolee Colter, *CDS consulting* (8:25-9:08pm)

Absent: Nada Lulic

## **Call to Order**

**6:32PM**

Reyna called the meeting to order.

## **1. OPEN TIME**

**6:32PM**

Everyone in the room did a round of introductions. Mike Conti thanked the Board for having an open meeting and continuing to discuss concerns with staff and transparency. Conti wanted to reiterate that the needs of the business and the needs of the democracy don't have to be in competition.

## **2. AGENDA REVIEW**

**6:40 PM**

The Board added time at the end of Committee Work for Orientation and Retreat Planning, and changed the ACBA Committee's time to zero minutes. Michelle served as time keeper for the meeting.

## **3. CONSENT AGENDA:**

**6:41PM**

September 2015 Meeting Minutes

D4 – Ownership Rights and Responsibilities Monitoring Report

B9 – Endorsements Monitoring Report

Revisions to B Policies, as discussed during September Meeting

CEG Report

---Michelle pulled the C Global – Governance Management Connection Monitoring Report

---Reyna pulled the D1 – Financial Conditions and Activities Monitoring Report

---Kitten moved to accept the consent agenda except C Global and D1 monitoring reports.

Deborah seconded. Motion passed 7-0-0.

## **C Global – Governance Management Connection Monitoring Report, 6:42pm**

Michelle noted that there were many comments. The Board will revisit C Global during the annual retreat in the spring.



# Board of Directors Meeting Notes October 2015

---Michelle moved to accept the C Global Monitoring Report. Doug seconded. Motion passed 7-0-0.

## **D1- Financial Conditions and Activities Monitoring Report, 6:43pm**

The Board was satisfied with the answers to Michelle's questions provided by John Perkins via email. The Board discussed possible improvements to the new D1 format. Reyna and Dan agreed to meet and discuss a way to include those improvements.

---Reyna moved to accept the D1- Financial Conditions and Activities Monitoring Report. Andi seconded. Motion passed 7-0-0.

## **4. COMMITTEE WORK/GOVERNANCE, PART I**

**6:48pm**

### **Recite Ends, 6:48pm**

The Board and guests recited the Ends in unison.

### **Meet Brian Meisenheimer – NCB, 6:48pm**

Brian Meisenheimer is Wheatsville's loan officer with National Cooperative Bank. David Christiansen is the Chief Credit Officer. They visit Wheatsville about once a year and visited the Board to introduce themselves and give an overview of NCB's history, current customer profiles, and investment portfolio. Kitten asked what factors NCB will be looking at in the future if Wheatsville seeks to expand. Brian explained that cash flow, debt service coverage ratio, meeting financial plans, and good open communication with NCB are all important.

### **Nominations Committee, 7:03pm**

Doug reported that the committee will come prepared to share lessons learned at the next Board meeting. The Board discussed the logistics for the continued voter-turnout efforts.

The Board discussed and affirmed that they would not seek to appoint to fill Allison's vacancy.

The Board discussed logistics for bringing new directors up to speed.

### **Review Committee, 7:09pm**

---Doug moved to dissolve the Review Committee. Deborah Seconded. Motion passed 7-0-0.

### **Fall Owner Gathering Committee, 7:11pm**

The Board gave additional feedback to the lessons-learned in the meeting packet.

---Michelle moved to dissolve the 2015 Fall Owner Gathering Committee. Deborah seconded. Motion passed 7-0-0.

### **Policy Review Committee, 7:14pm**



## Board of Directors Meeting Notes October 2015

Kitten requested that the Policy Review Committee continue for an additional month to look at other methodologies for monitoring the B & C policies to see if there are beneficial tweaks to be made, and come back with a 15-20 minute discussion at a Board meeting.

### **Transparency Committee, 7:16pm**

Deborah explained the transparency committee's upcoming work of reviewing a draft "member access to information policy" for modifications specific to Wheatsville.

### **D6 Committee, 7:18pm**

Reyna reported that the D6 committee has planned for tonight's strategic learning to examine the staff survey and HR audit process. Nada is doing research on other HR Audit/Staff Survey companies.

The updated charter changes the charge to "to review, evaluate, and make recommendations as needed for changes to D6 – Staff Treatment and Compensation policies and the tools used to monitor policy compliance." The updated charter also removes John Vinson, who requested to no longer serve on the committee and Allison Maupin who resigned from the Board. The end date is still listed as December 2015, but the Board will vote to dissolve the committee when the work is completed.

---Reyna moved to approve the D6 Committee Charter as included in the Board's meeting packet. Doug seconded. Motion passed 7-0-0.

### **Board Leadership Perpetuation, 7:26pm**

Reyna reminded directors that she is not able to serve as president next year. She asked that anyone interested in leadership roles let her know. The Board will discuss the topic more at the next meeting.

### **Retreat and Orientation Planning, 7:30pm**

Reyna is planning the retreat for January or February.

### **5. ENDS MONITORING REPORT**

**7:32pm**

Directors gave feedback on their favorite parts of the report. Directors and Dan discussed the relationship of the Ends Report to the BIG Direction expansion plans and the annual business plan.

----Kitten moved to accept the A – Ends Monitoring Report. Michelle seconded. Motion passed 7-0-0.

### **BREAK**

**7:50pm**

### **6. STRATEGIC LEARNING**

**8:00PM**



# Board of Directors Meeting Notes October 2015

## **BIG Direction, 8:00**

Dan gave an abbreviated version of his “BIG Direction” talk including the business cycle, how businesses die, and how opening more stores is both a strategy for reinventing Wheatsville in order to ensure that the co-op remains in business as well as multiplying the co-ops ability to realize the Ends policies.

In response to a question about avoiding growing too quickly, Dan noted that time to stabilize the organization and consider the appropriate time for growth is factored into his “Steps and Progress” and that we use financial modeling to test whether it is an appropriate time for growth and that the limited number of institutions willing to lend to cooperatives also restricts growth.

## **Call with Carolee Colter, 8:25pm**

Carolee shared her career history doing staff surveys and HR consulting with cooperatives. Carolee noted that General Managers hire her about 98% of the time, and that in the rare instances when a Board hires her it is because the GM is resisting doing a staff satisfaction survey. Carolee explained the survey methodology, how the survey answers are kept anonymous, how she communicates this to staff before the survey, and how the in-person follow up interviewees are selected by a randomized process not in any way related to their answers.

Carolee clarified that when people do not answer a question she and her colleagues assume it to mean that the person does not have direct experience with the subject of the question.

With regards to fear of retaliation for survey answers, Carolee has seen people confuse feeling uncomfortable with retaliation and noted that retaliation would only be defined as having your hours cut, your schedule changed, or being given corrective action for things that other people do not get corrective actions for. Carolee noted that she often sees feedback on the same manager where some people say they can’t speak for fear they’ll be retaliated against and other people say that the manager is inclusive and welcoming to their feedback.

Carolee explained the HR Audit process: she reviews every file where there was an involuntary termination for the last two years and reviews the documentation. She affirmed that in all circumstances of involuntary termination there was correct documentation and the staffer was given the opportunity to change their behavior, noting that there were instances of theft and other infractions which cause termination without second chances. She also pulled personnel files at random, including files where corrective action was given but the employee was not terminated.

Directors asked about information gleaned from exit interviews. Carolee noted that the voluntary nature of exit interviews skews the information, as does the timing of them- if people still need a good recommendation for their next job they are less likely to be critical.



## Board of Directors Meeting Notes October 2015

Carolee explained her work with grievance procedures: in 2009 she worked on developing a model grievance procedure with a team of six people, one of whom was from Wheatsville. They chose Wheatsville's grievance model as the base as it was the best they had available. Carolee noted that the grievance process needs to be clearly spelled out because you do not want an ad-hoc committee facing a grievance and winging it. Carolee noted that in most instances things that might be considered a grievance are resolved without the need of the grievance procedure.

As for the idea of doing another full survey this year, Carolee recommended that an abbreviated survey and a communications strategy that reiterates the special circumstances could avoid survey fatigue while still resulting in good data.

### **Grievance Policy, 9:08pm**

Dan explained Wheatsville's grievance process in depth, noting that most issues are resolved along the way with direct communication and no formal grievance procedure results. In response to a question, Dan clarified that the grievance committee writes their report and then Dan makes the final decision; he has not confronted a situation where he disagreed with the recommendation of the grievance committee although he technically could.

### **Role of Employee Voice in Consumer Co-op, 9:12pm**

Dan explained that Communications Team (CT) was created based on staff survey results and charged with improving communication between management and staff. Staff quickly began to complain the CT about things they felt uncomfortable saying to managers. The CT felt that they were being upheld to an unachievable standard by staff, while staff complained that CT wasn't accomplishing anything. Managers were frustrated at getting muddled complaints filtered through the CT. After open book management started and Wheatsville started teaching direct communication in the customer service class, members of the CT requested that it be dissolved. All meetings were also made open at that time.

## **7. EXECUTIVE SESSION**

**9:17pm**

--- At 9:17pm, Reyna moved the Board into Executive Session to include Beth Beutel, Rory Alexander, and Dan Gillotte.

**\*\*\*EXECUTIVE SESSION\*\*\***

**Purpose: to discuss confidential personnel matters**

---At 9:37pm, Reyna exited the Board from Executive Session.

---At 9:37pm, Reyna adjourned the meeting.

### **Parking Lot**

- Member Engagement Committee- added 02/14
- Review question format and answer of "don't know" on B & C policy surveys - added 5/15